FORM D

395/60

hours per response......4.00

Estimated average burden

OMB APPROVAL

3235-0076

December 31, 2008

OMB NUMBER: UNITED STATES Expires:

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Temporary FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO

REGULATION D. SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

Name of	Offering	(□ check if	this is	an amend	lment and	name i	has char	nged, and	d indicate	change.)
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Series A Preferred Stock	·
Filing Under (Check box(es) that apply): □ Rule 504 □ Rule 505 ■ Rule 506 □ Section Type of Filing: ■ New Filing □ Amendment	4(6) □ ULOE
A. BASIC IDENTIFICATION DATA	
Enter the information requested about the issuer	- I STAIL BRING IS IN BRING IS AND
Name of Issuer (□ check if this is an amendment and name has changed, and indicate change.)	09000311 <u> </u>
Copanion, Inc.	·
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
One Tech Drive, Andover, MA 01810	978-824-0110
Address of Principal Business Operations (if (Number and Street, City, State, Zip Code) different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business:	& PROCECED
Software development	PROCESSED
Type of Business Organization	JAN 1 3 2009
■ corporation ☐ limited partnership, already formed	Li duici (picase specity).
□ business trust □ limited partnership, to be formed	THOMSON REUTERS
Month Year	
Actual or Estimated Date of Incorporation or Organization 03 06 Actual  Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:  CN for Canada; FN for other foreign jurisdiction)	□ Estimated  DE

## GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

Copies Required: Two (2) copies of this notice must be filed with the SEC, one of which must be manually signed. The copy not manually signed must be a photocopy of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

		A. BASIC IDENT	IFICATION DATA		
2. Enter the information requested for				··	
Each promoter of the issuer, it  Figh benefit is a second of the issuer.	the issuer has b	een organized within the	past five years;	10/ a= mana of a a	lass of equity securities of the issuer;
Each executive officer and dir					
Each general and managing particles			<b>6</b>		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Ladd, Steven K.	'				
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
c/o Copanion, Inc., One Tech Drive, Ar Check Box(es) that Apply:	over, MA 018 □ Promoter	☐ Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)		□ Belleficial Owner	Executive Officer	L Director	Ocherar and or wanaging rather
Royal, Stephen Business or Residence Address	(Number and	Street, City, State, Zip Co	vda)		
Business of Residence Address	(Number and	Street, City, State, Zip Co	xie)		
c/o Copanion, Inc., One Tech Drive, Ar	idover, MA 018	10			
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Neogi, Depankar					_
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)		
c/o Copanion, Inc., One Tech Drive, Ar	idover. MA 018	110			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	□ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)		-			
Van Bassen Stanken	I				
Van Beaver, Stephen Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
	•		•		
c/o Copanion, Inc., One Tech Drive, Ar Check Box(es) that Apply:					
Full Name (Last name first, if individual)	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Tun Name (Lust tunne mst, if marvidual)	1				
Hurst, Jeffrey M.					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
c/o Copanion, Inc., One Tech Drive, Ar	idover, MA 018	10			
Check Box(es) that Apply:	☐ Promoter	□ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	i				
Brennan, Bob					
Business or Residence Address	(Number and	Street, City, State, Zip C	ode)		
c/o Copanion, Inc., One Tech Drive, An	dover MA 019	τń			
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
B					
Robinson, Mark A.  Business or Residence Address	(Number and	Street, City, State, Zip C	ode)		
			<del></del> ,		
c/o Copanion, Inc., One Tech Drive, An					
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Pilot House Venture Group, LLC					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
The Pilot House, Lewis Wharf, Boston,	MA 02110				

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	1	A. BASIC IDENT	IFICATION DATA		
<ul> <li>Each executive officer and dire</li> <li>Each general and managing pa</li> </ul>	the issuer has be the power to vot ector of corporat	e or dispose, or direct the e issuers and of corporate	vote or disposition of, 10		lass of equity securities of the issuer; ship issuers; and
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Commonwealth Capital Ventures IV L.	P.				
Business or Residence Address	(Number and	Street, City, State, Zip Co	ide)		
Bay Colony Corporate Center, 950 Win	· · · · · · · · · · · · · · · · · · ·				
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	1				
The Steven K. Ladd Revocable Trust					
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)		- · · · · -
	·				
Charle Bay(ar) that Apply					
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	□ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	1				
Business or Residence Address	(Number and !	Street, City, State, Zip Co	de)		
Check Box(es) that Apply:		5.D. C.: 10			
Full Name (Last name first, if individual)	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
run wanie (East name trist, it musvidual)					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
	1				
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	D Homoter	Li Bellettetat Owiter	LACCULIVE OTHER	_ Director	D General and of trialaging 1 artier
· · · · · · · · · · · · · · · · · · ·	•				
			<del>-,</del>	<del></del>	
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
,					
P. ' P. '1	(A) 1	0'	<del></del>		
Business or Residence Address	(Number and	Street, City, State, Zip Co	odej		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
	,				
Business or Residence Address		Street, City, State, Zip Co	oda)		
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	B. INFORMATION ABOUT OFFERING		
		Yes	No
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?		
	Answer also in Appendix, Column 2, if filing under ULOE.		
2.	What is the minimum investment that will be accepted from any individual?	\$ <u>n/a</u> Yes	No No
3.	Does the offering permit joint ownership of a single unit?	າເລ <b>=</b>	
3. 4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or	-	
7,	similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.		
Full Non	l Name (Last name first, if individual)		
	siness or Residence Address (Number and Street, City, State, Zip Code)	·	<del></del>
Dusi	inicis of residence Address (Number and Street, City, State, 21p Coley		
Nan	me of Associated Broker or Dealer		
State	tes in which Person Listed Has Solicited or Intends to Solicit Purchasers	A II C+++-	
	(Check "All States" or check individual States)	All States	
- [·	[AL] _ [AK] _ [AZ] _ [AR] _ [CA] _ [CO] _ [CT] _ [DE] _ [DC] _ [FL] _ [GA] [IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN]	_ [HI] _ [MS]	_ [ID] _ [MO]
_ [	[MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ (NY] _ [NC] _ [ND] _ [OH] _ [OK]	_ [OR]	_ [PA]
		_ [WY]	_ [PR]
Full	I name (Last name first, if individual)		
Busi	siness or Residence Address (Number and Street, City, State, Zip Code)	······································	
Nam	me of Associated Broker or Dealer		
State	tes in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
	[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA]	_ [HI]	_ [ID]
	[IL] [IN] [IA] [KS] [KY] [LA] [MB] [MD] [MA] [MI] [MN] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK]	_ [MS] _ [OR]	_ [MO] _ {PA]
] _		_ [wy]	_ [PR]
Full	Name (Last name first, if individual)		
Busi	siness or Residence Address (Number and Street, City, State, Zip Code)		· · · ·
Nam	me of Associated Broker or Dealer		
State	tes in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
	[AL] _[AK] _[AZ] _[AR] _[CA] _[CO] _[CT] _[DE] _[DC] _[FL] _[GA]	- [HI] - [MS]	_ (ID)
	[IL]	_ [MS] _ [OR]	_ [MO] _ [PA]
_ [		_ [WY]	_ (PR)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

l.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box pand indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	\$	\$
	Equity	\$ <u>5,000,000</u>	\$ 5,000,000
	□ Common ■ Preferred		
	Convertible Securities (including warrants)	\$	S
	Partnership Interests	\$	s
	Other (Specify)	<b>s</b>	\$
	Total	\$_5,000,000_	\$_5,000,000
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	2	\$ <u>5,000,000</u>
	Non-accredited Investors		s
	Total (for filings under Rule 504 only)		<u> </u>
	Answer also in Appendix, Column 4, if filing under ULOE		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question I.	Type of Security	Dollar Amount Sold
	Type of offering	Security	
	Rule 505		s
	Regulation A		<b>s</b>
	Rule 504		\$
	Total		<b>S</b>
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees	a	\$
	Printing and Engraving Costs	а	\$
	Legal Fees	•	\$20,000
	Accounting Fees	_	s
	Engineering Fees.	0	<u></u>
	Sales Commissions (specify finders' fees separately)		·
			Ф <u></u>
	Other Expenses (identify)		<b>5</b>
	Total		S <u>20,000</u>

I and total expenses furnished in	response to Part	cring price given in response to Part C C – Question 4.a. This difference is t	he		\$	4,995,000
for each of the purposes shown. I and check the box to the left of the	f the amount for e estimate. The	roceeds to the issuer used or proposed any purpose is not known, furnish an total of the payments listed must equi esponse to Part C – Question 4.b abov	estimate If the			
				Payments to Officers, Directors, & Affiliates		Payments To Others
Salaries and fees		***************************************	מ	\$	Ü	<b>S</b>
Purchase of real estate			a	\$		S
Purchase, rental or leasing and ins	stallation of mac	hinery and equipment	a	<b>5_</b>	¢	\$
Construction or leasing of plant b	uildings and faci	lities	0	\$		<b>S</b>
that may be used in exchange for	the assets or seco	of securities involved in this offering urities of another issuer pursuant to a	ס	s	a	s
			- -	\$3,000,000	ם	\$
Working capital		BBC5B117154124B1C57715117417775474517411711	C C	<b>s</b>	•	\$ <u>1,995,000</u>
Other (specify):			0	\$		s
			-	S	-	\$
	1		□ <b>=</b>	\$ 3,000,000	_	\$ \$_1,995,000
_			-	·	,995,000	
	<del></del>					
	1	D. FEDERAL SIGNA	TURE			
the issuer has duly caused this notice to n undertaking by the issuer to furnish to on-accredited investor pursuant to part	to the U.S. Secui	ities and Exchange Commission, upo	i. If this notice in written reques	is filed under Rule 505, the st of its staff, the information	following s furnished	signature constitut by the issuer to a
isuer (Print or Type)		Signature		Date		
Copanion, Inc.	ļ			December 22, 2008		
ame of Signer (Print or Type)	1	Title of Signer (Print or Type)				
tephen Royal		Chief Financial Officer				

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

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